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and Nominal Defendant Coherent, Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re COHERENT, INC. SHAREHOLDER
DERIVATIVE ACTION

Lead Case No. C-07-0955-JF

DERIVATIVE ACTION

This Document Related To:

**STIPULATION AND [PROPOSED]
ORDER**

ALL ACTIONS.

1 WHEREAS, on June 25, 2007, plaintiffs filed a consolidated amended complaint (the
2 “Complaint”) in this consolidated shareholder derivative action; and

3 WHEREAS, pursuant to the Court’s April 17, 2008 order approving the parties’ stipulated
4 pleading schedule, the individual defendants filed motions to dismiss the Complaint on May 2,
5 2008, and plaintiffs filed their oppositions to the motions to dismiss on June 2, 2008; and

6 WHEREAS, pursuant to the Parties’ stipulation, this Court entered an order on September
7 26, 2008 continuing the individual defendants’ deadline to file their reply memoranda in support
8 of their motions to dismiss to December 8, 2008 so that the parties could continue their renewed
9 settlement discussions; and

10 WHEREAS, the Special Litigation Committee of Coherent’s Board of Directors (the
11 “SLC”) and plaintiffs have now attended three mediation sessions with Justice Howard B. Weiner
12 (Ret.) and remain engaged in ongoing settlement discussions with the assistance of Justice
13 Weiner; and

14 WHEREAS, the Parties want to focus their efforts on settlement and avoid unnecessary
15 litigation expenses and preserve judicial resources; and

16 WHEREAS, in light of the foregoing, the Parties have agreed, subject to Court approval,
17 that the date for defendants to file their reply briefs in support of their motions to dismiss should
18 be continued until January 5, 2009, in order to allow the Parties to continue their good faith
19 settlement discussions; and

20 WHEREAS, the agreed upon schedule is not for the purpose of delay, promotes judicial
21 efficiency, and will not cause prejudice to any party;

22 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs, defendants and the
23 SLC, through their undersigned counsel, subject to approval of the Court, as follows:

24 1. The individual defendants’ reply briefs in support of their motions to dismiss shall
25 be due on January 5, 2009, unless the Parties advise the Court that a settlement has been reached.
26 The Parties will not seek or engage in any discovery proceedings prior to that date. The Parties
27 reserve their rights to seek an additional stay at any time, either jointly or separately.
28

2. By executing this Stipulation, the Parties have not waived and expressly retain all claims, defenses and arguments whether procedural, substantive or otherwise.

IT IS SO STIPULATED.

Dated: December 2, 2008

/s/ Nichole Browning

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19 I, Michael C. Tu, am the ECF user whose ID and password are being used to file this
20 Stipulation and [Proposed] Order Extending Time to Respond to Complaint. In compliance with
21 General Order 45(X), I hereby attest that the other signatories have concurred in this filing.

22 /s/ Michael C. Tu

23 Michael C. Tu

24 **ORDER**

25 Pursuant to the parties' stipulation, IT IS SO ORDERED.

26 Dated: 12/4/08

27 

28 HON. JEREMY FOGEL
UNITED STATES DISTRICT COURT JUDGE